

CONRAIL



20034

APR 30 1996

April 30, 1996

HAND DELIVERED

20034-A, B, C, D, E

Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

APR 30 1996

RE: Conrail 1996A-X Pass Through Trust

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are five (5) copies of each of the following documents, all of which are dated as of April 30, 1996:

Memorandum of Lease Agreement (Conrail 1996A-X), a primary document, and the following secondary documents related thereto: Memorandum of Trust Indenture and Security Agreement (Conrail 1996A-X); Memorandum of Lease Supplement No. 1 (Conrail 1996A-X); Memorandum of Trust Indenture Supplement No. 1 (Conrail 1996A-X); Memorandum of Lessor Security Agreement (Conrail 1996A-X); and Memorandum of Assignment Agreement (Conrail 1996A-X).

The names and addresses of the parties to the enclosed documents are:

**Memorandum of Lease Agreement,
Lease Supplement No. 1 and
Lessor Security Agreement**

Lessor: Gold Locomotive Lease Co., Ltd.
Caledonian House, Mary Street
P.O. Box 1043
George Town, Grand Cayman, Cayman Islands

Lessee: Consolidated Rail Corporation
2001 Market Street
Philadelphia, PA 19101-1417

**Memorandum of Trust Indenture
and Security Agreement, and
Trust Indenture Supplement No. 1**

Indenture Trustee: Wilmington Trust Company
 1100 North Market Street
 Rodney Square
 Wilmington, DE 19890

Lessor: Gold Locomotive Lease Co., Ltd.
 Caledonian House, Mary Street
 P.O. Box 1043
 George Town, Grand Cayman, Cayman Islands

Lessee: Consolidated Rail Corporation
 2001 Market Street
 Philadelphia, PA 19101-1417

Memorandum of Assignment Agreement

Assignor: Consolidated Rail Corporation
 2001 Market Street
 Philadelphia, PA 19101-1417

Assignee: Gold Locomotive Lease Co., Ltd.
 Caledonian House, Mary Street
 P.O. Box 1043
 George Town, Grand Cayman, Cayman Islands

A description of the railroad equipment covered by the enclosed documents is:

**Fourteen (14) EMD SD80MAC locomotives CR 4100 through CR 4113,
inclusive.**

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Also enclosed is a check in the amount of \$63.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return three stamped copies of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Cheryl A. Cook', with a stylized, flowing script.

**Cheryl A. Cook
General Counsel-Securities & Tax
(215) 209-5042
(215) 209-4819 (Fax)**

**SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001**

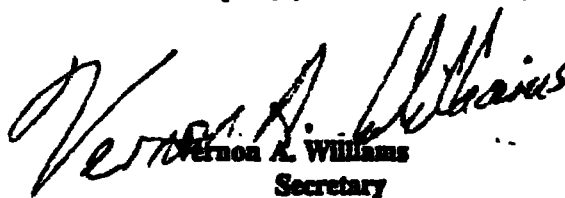
4/30/96

Cheryl A. Cook
General Counsel
Consolidated Rail Corporation
2001 Market Street
P. O. Box 41416
Philadelphia, PA 19191-1416

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/30/96 at 9:25AM, and assigned recordation number(s). 20034, 20034-A, 20034-B, 20034-C, 20034-D and 20034-E.

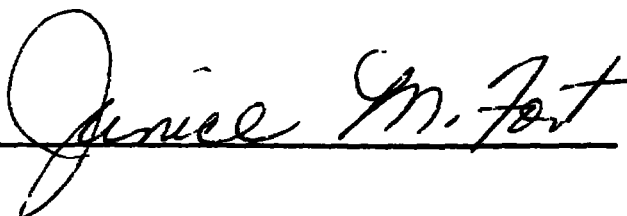
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$126.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



MEMORANDUM OF LEASE SUPPLEMENT NO. 1 (CONRAIL 1996A-X)

Memorandum of Lease Supplement No. 1 made and entered into as of April 30, 1996, by and between Gold Locomotive Lease Co., Ltd., a Cayman Islands corporation ("*Lessor*") and Consolidated Rail Corporation, a Pennsylvania corporation ("*Lessee*").

20034-B

WITNESSETH:

1. The undersigned have entered into that certain Lease Agreement (Conrail 1996A-X) (the "*Lease Agreement*"), dated as of April 30, 1996, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (Conrail 1996A-X), dated April 30, 1996, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

GOLD LOCOMOTIVE LEASE CO., LTD.

By



Name: F. Jan Blaustein
Title: President

Executed on this 19 day of April, 1996.

CONSOLIDATED RAIL CORPORATION

By

Name: Thomas J. McGraw
Title: Director-Financing

Executed on this ____ day of April, 1996.

MEMORANDUM OF LEASE SUPPLEMENT NO. 1 (CONRAIL 1996A-X)

Memorandum of Lease Supplement No. 1 made and entered into as of April 30, 1996, by and between Gold Locomotive Lease Co., Ltd., a Cayman Islands corporation ("*Lessor*") and Consolidated Rail Corporation, a Pennsylvania corporation ("*Lessee*").

WITNESSETH:

1. The undersigned have entered into that certain Lease Agreement (Conrail 1996A-X) (the "*Lease Agreement*"), dated as of April 30, 1996, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.
2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.
3. The undersigned have entered into that certain Lease Supplement No. 1 (Conrail 1996A-X), dated April 30, 1996, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

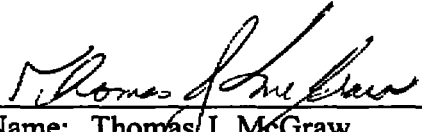
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

GOLD LOCOMOTIVE LEASE CO., LTD.

By _____
Name: F. Jan Blaustein
Title: President

Executed on this ____ day of April, 1996.

CONSOLIDATED RAIL CORPORATION

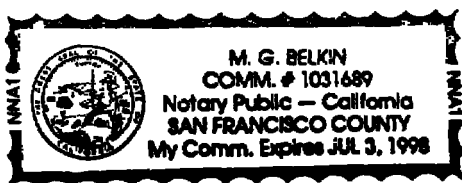
By  _____
Name: Thomas J. McGraw
Title: Director-Financing

Executed on this 24 day of April, 1996.

STATE OF California)
) SS.:
COUNTY OF San Francisco)

On this, the 19 day of April, 1996, before me, a Notary Public in and for said County and State, personally appeared F. Jan Blaustein, who being by me duly sworn, says that she is the President of GOLD LOCOMOTIVE LEASE CO., LTD., that said instrument was signed on April 19, 1996, on behalf of said association by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



M.G. Belkin
Name: M.G. Belkin
Notary Public
My Commission Expires:

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of April, 1996, before me, a Notary Public in and for said County and State, personally appeared Thomas J. McGraw, who being by me duly sworn, says that he is the Director-Financing of CONSOLIDATED RAIL CORPORATION, that said instrument was signed on April __, 1996, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of April, 1996, before me, a Notary Public in and for said County and State, personally appeared F. Jan Blaustein, who being by me duly sworn, says that she is the President of GOLD LOCOMOTIVE LEASE CO., LTD., that said instrument was signed on April __, 1996, on behalf of said association by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:

STATE OF Penna.)
) SS.:
COUNTY OF Phila)

On this, the 24th day of April, 1996, before me, a Notary Public in and for said County and State, personally appeared Thomas J. McGraw, who being by me duly sworn, says that he is the Director-Financing of CONSOLIDATED RAIL CORPORATION, that said instrument was signed on April 24, 1996, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Joan Beckett
Name:
Notary Public
My Commission Expires:

NOTARIAL SEAL
JOAN BECKETT, Notary Public
City of Philadelphia, Phila. County
My Commission Expires Oct. 18, 1999

EXHIBIT A

UNITS

| EQUIPMENT | QUANTITY | ROAD NUMBERS |
|--|----------------------|---|
| General Motors Corporation (Electro- Motive Division) Model SD80MAC Diesel Electric Locomotives | Fourteen (14) | CR4100 through CR4113, inclusive |